

EXHIBIT F

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Subj: **Re: the war room/Mesh 6-K**
Date: 10/12/2004 7:08:19 PM Eastern Daylight Time
From: **RFUERMAN**
To: mgbrautigam@mac.com

Mike:

I have not yet finished with the Stollings depo transcript. Also, my memory as to what is contained in the depo transcripts of the CFO, the CEO and the audit committee members is not crystal clear, but what seems bizarre to me is the following.

Stollings says he, though he is the Chief Accounting Officer, did not make the decision to restate. On page 74 of his depo transcript you point blank ask "Mr. Stollings, who made the determination to restate?"

"A. The company decided after consultation with Ernst & Young"

"Q What individual at the company?"

"A I, I – I don't know if it was one individual. I can't say."

etc. etc. You kept asking and Stollings kept saying, most of the time, he did not know. Then on page 76 he contradicted himself:

"Q Were you involved?"

"A No."

"Q Not at all?"

"A Well, again, I was involved in some discussions, not at all"

Then on page 77 this is followed by a bunch of "I don't recall" bullshit in response to your questions about the restatement.

I cannot believe that Stollings has such a GOOD memory about lots of innocuous bullshit that happened during his years working at PFGI, yet has such a POOR memory about the single most important, most dramatic event that ever occurred - a restatement of 5 years! And this is not a technical or even gray area restatement. This is a real, terrible restatement of the kind that Lynn Turner, congressmen and everybody means when in the financial press they use the word "restatement."

Mike you have to, to the extent you can, nail these bastards on WHO decided to restate and why. From my memory of all these depo transcripts, it seems like every damn person you deposed has said they don't know WHO decided to restate and they of course don't say WHY. They do say, however, that they consulted with Ernst & Young. That means, I have to assume, Bill Weiners. You have to nail him on who he talked to, what he said to that person as to why there needed to be a restatement, and what that person said back to him. You are probably going to have to be very aggressive. He probably will try to say he cannot recall what he said, and who he said it to, and he probably will try to avoid saying who at PFGI decided to restate and why they decided to restate.

Stollings is a liar when he says he thinks there was a restatement because it was a "big number." My God, isn't it perjury to lie at a deposition?

Here are some other lies I recall from the depo transcripts. I think Carey is the one who said the following. That the reason that PFGI restated March 5, 2003 fiscal years 1997, 98, 99, 00, and 01 and April 15, 2003 PFGI restated fiscal years 1998, 99, 00, and 01 was because there is "no ability" or "no mechanism" to do otherwise. That is B.S. First of all, most companies, when they restate, just restate back 1 year, maybe 2. Why did PFGI restate 5 years back on March 5, 2003 and 4 years back on April 15, 2003? Second of all, PFGI admitted its accounting was incorrect for fiscal years 1994, 1995 and 1996. Yet it did not restate those years. Why not? The fact that PFGI did not restate fiscal years 1994, 1995 and 1996 can only be interpreted as an assertion by management of PFGI that the errors, with respect to the financial statements of fiscal years 1994, 1995 and 1996 were not sufficient to cause the financial statements of fiscal years 1994, 1995 and 1996 to be materially misstated. Thus they did not NEED to be restated, per APB No. 20. Now I have seen Carey and others point to the fact that the Selected Financial Data section of the 10K filed April 15, 2003 only has fiscal years 1998, to the present. In other words, 1998, 1999, 2000, 2001 and 2002 are all that are shown in the

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Selected Financial Data section of the 10K filed April 15, 2003. They act as if it was IMPOSSIBLE for the Selected Financial Data section of the 10K filed April 15, 2003 to have shown 1994, 1995, 1996 and 1997 also. That is complete B.S. There is nothing in the accounting standards or SEC rules that says that. All the SEC rules say is that you have to show at a minimum the current year (2002) plus the 4 prior years.

As a matter of fact, the 10K filed by PFGI on 3/27/02 shows the current year (2001) plus the 5 prior years (96, 97, 98, 99 and 00). Thus, PFGI made a deliberate change in its financial reporting policy when it filed its 10K on April 15, 2003 and showed just the current year plus the 4 prior years. Clearly, to me, it suggests a strategy to create the false impression that anything prior to fiscal year 1998 is irrelevant. Such a strategy fits their theme of creating the false impression that the accounting restatements had no impact on OHSL. It had no impact other than on, maybe, the fiscal year 1998 and more recent years, and since the OHSL shareholders never saw the annual financial statements for fiscal year 1998 prior to the closing of the merger ipso facto the OHSL shareholders have nothing to complain about.

I also am emailing to you a Wall Street Journal article from today's WSJ. It is on Fannie Mae. The authors say Fannie Mae is desperately trying to avoid having to do a restatement. The authors do not say WHY Fannie Mae is desperately trying to avoid having to do a restatement, because it is such common knowledge in the financial press, unless you are a fucking retarded reader, you KNOW why a company wants to avoid having to do a restatement. It's because it is an admission that the prior financial statements were materially misstated. Period. End of discussion.

You might ask Bill Weiners why Fannie Mae wants to avoid having to do a restatement. As if he does not know.

Parenthetically, you yourself might wonder why companies do a restatement in situations where the SEC is not pressuring them to do a restatement. Here is the reason. Managements, and the auditors, in some situations, figure that their bad accounting has become sufficiently obvious that it is just a matter of time until it is going to get disclosed to the public anyway (by an analyst like Howard Schilit or by a disgruntled whistleblowing employee or former employee, or by the SEC). Legal liability exposure will be lessened if the company itself discloses the bad accounting. That is why restatements occur. Sometimes managements don't want to come clean and the auditor makes the restatement announcement, to reduce the auditor's liability.

What may have happened at PFGI (this is just speculation on my part) is that PFGI management, by January or February of 2003 had already decided to put itself up for sale and that therefore it needed to make sure to disclose any and all bad accounting quickly, before the issuance of the 10K on April 15, 2003. This was necessary because the audited annual financial statements for the year ended 12/31/03 would be the last looked at by a buyer. And those audited annual financial statements for the year ended 12/31/03 would be gone through with a fine toothed comb by a real professional underwriter, like UBS, not some Buckeye wannabe like McDonald. I think it is rather propitious for National City to have announced in March 2004 its purchase of PFGI, don't you?

Ross